

# Saint Francis Anglican Church, Portland, Oregon

## AN OREGON NON-PROFIT RELIGIOUS CORPORATION

### BY-LAWS

Adopted March 25, 2003

Amended March 29, 2009

Amended May 17, 2009

Amended November 15, 2009

Amended February 21, 2010

Amended February 10, 2012

Amended February 19, 2012

Amended February 16, 2014

Amended February 21, 2016

Amended February 19, 2017

Amended March 3, 2019

### **Article I**

#### **The Parish**

##### **Section 1. Name and Office**

This Parish shall be known by the name: Saint Francis Anglican Church; hereinafter referred as the “Parish”. The principal and registered office of the Parish shall be at 1909 NW 40th Avenue, Camas, Clark County, State of Washington 98607-8577, or at such location as the Rector or Priest-in-Charge and Vestry shall determine

##### **Section 2. Purpose**

This Parish is organized as a corporation under the laws of the State of Oregon, and may engage in any lawful activity for which corporations may be organized under those laws. The purpose of the Parish shall be religious within the meaning of Section 501(c)(3) of the Internal Revenue Code.

##### **Section 3. Dissolution**

This Parish may be dissolved only upon: (1) The two-thirds (2/3) majority vote of the Vestry ; (2) the two-thirds (2/3) majority of the votes cast by members at a Parish meeting; and (3) the advice of the clergy of the Parish. Dissolution shall be in accordance with Article XI of these By-Laws. Upon the dissolution of the Parish, after paying or adequately providing for the debts and obligations of the Parish, the Vestry shall dispose of all assets exclusively for the purposes of the Parish. Any remaining assets shall be distributed to a non-profit religious fund, foundation or corporation which has established its exempt status under Section 501(c)(3) of the Internal Revenue Code.

#### **Section 4. Declaration of Principles**

The object and purpose of this Parish is to provide for and maintain the public worship of Almighty God and the preaching of the Gospel in said Parish within the Faith, Anglican Apostolic Order, Orthodox Worship and Evangelical Witness of the One, Holy, Catholic and Apostolic Church of Jesus Christ from its inception to the present day.

This Parish affirms and ratifies its dedication to the purpose of witnessing to the Catholic Faith in the Anglican tradition as set forth in the historic Book of Common Prayer by adopting a Declaration of Principles attached to these By-Laws as Preface, and incorporated by reference in these By-Laws.

### **Article II**

#### **Vestry**

#### **Section 1. Number and Composition**

- (1) The governing body of this Parish shall be the Rector or Priest-in-Charge and Vestry of the Parish. The Vestry shall consist of the Rector or Priest-in-Charge, and three persons chosen by vote of the congregation of the Parish. The members of the Vestry shall be entitled to vote. The Rector or Priest-in-Charge shall chair all meetings of the Vestry, but may vote only in cases of ties. All members of the Vestry, except the Rector or Priest-in-Charge, shall be lay persons, qualified to vote for the members of the Vestry in the Parish. As used in this section and hereinafter, the term "members of the Vestry," whether in the singular or plural, shall refer to the three lay persons chosen by vote of the congregation.
- (2) However at the first election, the Parish shall elect one person to a one year term, one person to a two year term, and one person to a three year term. Thereafter, each annual meeting shall elect one person to a three year term, depending on the preceding member's expiring term of office.

## **Section 2. Term**

- (1) The term of office of a member of the Vestry shall be three years, with one or two positions falling vacant at the time of every annual Parish meeting. Those members whose full terms thus expire shall not be eligible for re-election until the next succeeding annual Parish meeting. Those former members who have resigned from the Vestry during the year previous to the time of each annual Parish meeting shall not be eligible for re-election until the next succeeding annual Parish meeting.
- (2) However at the first election, the Parish shall elect one person to a one year term one person to a two year term and one person to a three year term. Thereafter, each annual meeting shall elect one person to a three year term.

## **Section 3. Election**

Election of members of the Vestry shall be by ballot at each Parish annual meeting. In such elections, the candidates receiving the highest number of votes are elected. Each member of the Parish shall have one vote for each vacancy on the Vestry to be filled. A member may not cumulate votes for the election of Vestry members.

## **Section 4. Duties**

The duties of the Vestry shall be to manage all the temporal concerns of the Parish. The Vestry shall exercise all corporate powers and control the business affairs of the Parish as provided by, and subject to the limitations of, the applicable laws of the State of Oregon, the Articles of Incorporation, and these By-Laws.

## **Section 5. Meetings**

The Vestry shall hold such regular meetings as shall be fixed from time to time by resolution of the Vestry. Special meetings of the Vestry may be called by the Rector or Priest-in-Charge, or by the Senior Warden, or by any three of its members. The Rector or Priest-in-Charge shall preside over all meetings of the Vestry. If there be no Rector or Priest-in-Charge, the Senior Warden shall preside over all meetings of the Vestry. If there be no Rector or Priest-in-Charge and the Senior Warden cannot preside, the Junior Warden shall preside. If there be no Rector or Priest-in-Charge, and neither the Senior Warden nor the Junior Warden can preside, the Vestry shall call the Ordinary to preside.

**Section 6. Notice**

Notice of special meetings of the Vestry shall be given at least three days before the meeting, specifying time and place of such meeting, sent to each member of the Vestry.

**Section 7. Quorum**

A quorum of the Vestry shall consist of two (2) of the members thereof.

**Section 8. Voting**

The act of a majority of the members of the Vestry present at a meeting of which a quorum is present shall be the act of the Vestry. Meetings may be held by conference call or other electronic device by which all members participating may simultaneously hear each other during the meeting; participation in such meetings shall constitute presence at the meeting.

**Section 9. Resignation, Removal, and Vacancies**

Any member of the Vestry, except the Rector or Priest-in-Charge, may resign upon giving written notice to the Rector or Priest-in-Charge or to the Secretary of the Vestry. Members of the Vestry, excepting the Rector or Priest-in-Charge, shall be deemed to have resigned when:

- (1) they no longer qualify as members of the Parish legally eligible to vote in a Parish meeting, as provided in Article V hereof;
- (2) they shall have been absent, without cause, from two successive regular Vestry meetings or for a period of two successive months, if more than three regular meetings be held within such period of two months;
- (3) they shall have been declared of unsound mind by a final order of court; or
- (4) they shall have been convicted of a felony, which judgment has become final.

Any member of the Vestry, except the Rector or Priest-in-Charge, may be removed by majority vote of the members of the Parish at a meeting of members duly

called and held. That member of the Vestry 's position shall be filled by the members of the Parish at such meeting of members, subject to the eligibility requirements provided for in Article II, Section 1, hereof.

A vacancy or vacancies in the Vestry shall be deemed to exist in case of the death, resignation, or removal of any member of the Vestry , or if the authorized number of members of the Vestry be increased, or if the members of the Parish fail to elect the full authorized number of members of the Vestry to be elected at a duly called and held meeting of members for that purpose.

No reduction of the authorized number of members of the Vestry shall have the effect of removing any member of the Vestry prior to the expiration of that member's term of office.

#### **Section 10. Vacancies**

In the event of a vacancy occurring in the Vestry between Parish annual meetings, the Vestry may fill such vacancy from the slate of candidates receiving votes, but not elected to the Vestry , at the last annual meeting; or, the Vestry may hold a special Parish meeting to elect additional candidates to fill such vacancy or vacancies, provided that candidates are qualified under Article II, section 1. The person so chosen shall fill out the unexpired term of the member whom he succeeds; provided, that no person shall be eligible for such choice who shall have served on the Vestry at any time during the preceding twelve months.

#### **Section 11. Conflicts of Interest**

No member of the Vestry , or a relative of a member of the Vestry , may receive compensation in a permanent or temporary position as an officer, employee or independent contractor of the Parish.

#### **Section 12. Responsibility for Financial Affairs**

At least 10 days prior to the date of the Parish Annual Meeting, established pursuant to Article V of these By-Laws, the Vestry shall adopt an annual operating budget for the General Operating Fund of the Parish, as defined in Article VI of these By-Laws. The Vestry shall distribute copies of that budget at the subsequent Parish Annual Meeting, and shall explain that budget at that meeting.

The Vestry shall adopt and annually review a financial procedures manual.

The Rector or Priest-in-Charge and Vestry have ultimate responsibility for the

financial affairs of the Parish.

### **Article III**

#### **Officers**

##### **Section 1. General**

The officers of the Parish shall be the Rector or Priest-in-Charge, Senior Warden, Junior Warden, Secretary, Parish Attorney, and Treasurer.

##### **Section 2. Election**

The selection and term of office of a Rector shall be as determined by the canons and constitution of the Anglican Church in America and as follows:

A Rector shall be a priest in good standing in the Anglican Church in America who has been elected by unanimous vote at a Vestry meeting called in accordance with Article II, Section 3, whose election has approval and confirmation by the Bishop. A Rector's election may be acclaimed at a Parish Meeting held in accordance with Article V, and held as soon as possible after his election and episcopal approval.

A Rector's cure may be vacated by resignation or removal in accordance with the rubrics and letter of institution at page 569 of the 1928 American edition of the Book of Common Prayer.

If there is no Rector, the selection of a Priest-in-Charge shall be as follows:

A Priest-in-Charge shall be a priest in good standing in the Anglican Church in America who has been appointed by the Ordinary.

A Priest-in-Charge's cure maybe vacated by resignation or by removal by the Ordinary in consultation with the Vestry. If a Priest-in-Charge is elected Rector, upon his approval and confirmation by the Bishop, the Vestry shall request the Bishop remove him as Priest-in-Charge.

At the meeting of the Vestry following the Parish annual meeting, the Rector or Priest-in-Charge shall appoint one of the members of the Vestry to be Senior Warden, and the Vestry shall elect another of them to be Junior Warden. At the same meeting the Vestry shall also elect a Treasurer, a Parish Attorney, and a Secretary of the Vestry. The

Secretary and Treasurer may be other adult communicant members of the Parish not on the Vestry, but only members of the Vestry shall vote on matters before the Vestry. The Parish Attorney shall be an adult communicant member of the Parish being learned in the law. The Vestry may retain other outside counsel.

### **Section 3. Term of Office**

The Senior Warden, the Junior Warden, the Secretary, the Parish Attorney, and the Treasurer shall hold office for the term of one year and until their successors are elected.

### **Section 4. Vacancies**

A vacancy in any office, except Rector or Priest-in-Charge and Senior Warden, because of death, resignation, removal, or disqualification, may be filled by the Vestry for the unexpired portion of the vacant term. The Rector or Priest-in-Charge may fill such vacancy in the office of Senior Warden.

### **Section 5. Removal**

The Vestry, whenever in its judgment the best interest of the Parish shall be served thereby, may remove any officer, except the Rector or Priest-in-Charge and the Senior Warden, from office for cause by a majority vote of all its members at a meeting at which a quorum is present. The Rector or Priest-in-Charge may remove the Senior Warden for cause.

## **Article IV Duties**

### **Section 1. Rector or Priest-in-Charge**

The Rector or Priest-in-Charge shall be the chief executive officer of the Parish, and shall have general supervision, direction, and control of the business and affairs of the Parish. The Vestry shall not infringe upon the ecclesiastical rights, privileges, or prerogatives of the Rector or Priest-in-Charge, nor shall it exercise any control over the Rector or Priest-in-Charge as to spiritual matters, which includes, but is not limited to, worship, music, organ, organist, choir, Christian Education, spiritual discipline, and appointment and supervision of assisting clergy. The Rector or Priest-in-Charge shall be, ex officio, a member of all the standing commissions and regular committees of the Parish. The Rector or Priest-in-Charge shall have the power to employ and dismiss subordinate employees. The Rector or Priest-in-Charge shall have such other general powers and duties of management usually vested in the office of the president of a corporation, and shall have such other powers and duties as may be prescribed by the Vestry and these By-Laws. The Rector or Priest-in-Charge has a duty to remind the

Vestry that all money belongs to God and His Church. The Rector or Priest-in-Charge shall perform his duties in accordance with the Canons of the Diocese of The West and with the Constitution and Canons of the Anglican Church in America. The Rector or Priest-in-Charge shall submit the parochial report, which shall be prepared annually for the year preceding December 31, supplying the information specified in the canons of the Diocese of The West, and the report shall be sent not later than February 1 to the Ordinary. The report shall include, as a minimum, the information identified by the Diocese as being specified in the blank form adopted by the Executive Council of the Anglican Church in America pursuant to ACA Canon 4.1.

## **Section 2. Senior Warden**

The Senior Warden shall perform all of the duties of, and be subject to all the restrictions upon the Rector or Priest-in-Charge (as to secular and corporate matters only) in the absence or disability of the Rector or Priest-in-Charge, or in the case of the Rector or Priest-in-Charge's failure or refusal to act. The Senior Warden shall have such other duties, as from time to time may be prescribed by the Vestry or these By-Laws. These duties shall include, but not be limited to, general oversight of the financial and personnel affairs of the Parish, and, at the direction of the Rector or Priest-in-Charge, to join in the supervision of, delegation of authority to, and coordination of the Vestry, its commissions, committees, and Parish organizations.

## **Section 3. Junior Warden**

In the event of the absence or disability of, or failure or refusal to act by, the Senior Warden, the Junior Warden shall perform all of the duties of, and be subject to all of the restrictions upon the Senior Warden, including his duty to act as the chief executive officer in the absence of the Rector or Priest-in-Charge. The Junior Warden shall have such other duties as from time to time may be prescribed by the Vestry or these By-Laws. These duties shall include, but not be limited to, general oversight of the buildings and grounds, in particular, the supervision of church property and the scheduling of maintenance and repairs.

## **Section 4. Secretary**

The Secretary shall keep at the principal office of the Parish a file of Minutes containing Minutes of all meetings of the members of the Parish and the Vestry. Such Minutes shall show; the time and place of all meetings; whether regular or special; if special, how authorized; the notice thereof given; the names of those present at meetings of the Vestry; and the proceedings of each of such meetings. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Vestry or these By-Laws.

## **Section 5. Treasurer**

The Treasurer shall insure that adequate and correct accounts of the properties and business transactions of the Parish, including assets, liabilities, receipts, and disbursements, are maintained. The records of account shall at all times be open to inspection by the Rector or Priest-in-Charge and Vestry. The Treasurer shall insure that a file of all financial records of account of the Parish are kept at the principal office of the Parish. The Treasurer shall insure the deposit of all monies and other valuables in the name and to the credit of the Parish, with such depositories as may be designated by the Vestry from time to time. The Treasurer shall insure the disbursement of the funds of the Parish as may be ordered by the Vestry, and shall render to the Rector or Priest-in-Charge or Vestry, whenever they request it, an account of all transactions taken as Treasurer and of the financial conditions of the Parish. Further, the Treasurer shall have such other powers and authority and shall perform such other duties as may be prescribed by the Vestry or these By-Laws.

The procedure for deposit and withdrawal of monies and other valuables shall be prescribed in the resolutions which shall be adopted by the Vestry governing such deposits or withdrawals or in these By-Laws; provided, however, that these provisions shall not be deemed to conflict with or overrule the conditions, terms, or provisions of declarations of trust, deeds of trust, conveyances, or donations providing some special method of said keeping, disbursing, withdrawing, or depositing funds.

These provisions shall not apply to the discretionary funds of the Clergy insofar as they pertain to the disclosure of donors, beneficiaries, or the purposes of disbursements, which might hinder the carrying out of needed charitable acts.

## **Section 6. Parish Attorney**

The Parish Attorney shall be the advisor, confidential and otherwise, to the Rector or Priest-in-Charge, the Vestry, the Parish Annual Meeting, and the other committees, guilds, and officers of the Parish. The Parish Attorney shall examine and approve, as to the requirements of civil and canon law, contracts entered into by the Parish and any other duly established agency, instrumentality or organization of the parish. The Parish Attorney shall deliver to his or her successor all records and papers pertaining to his or her office.

## **Section 7. Other Officers**

The Vestry shall determine the duties of any other officers it may elect.

# **Article V**

## **Parish Annual Meeting**

### **Section 1. Purpose**

There shall be an annual Parish meeting for the purpose of hearing and acting upon the reports of the Rector or Priest-in-Charge, the Treasurer, and the various Parish guilds and other organizations; for the election of members to the Vestry , and for the transaction of such other business as may legally come before the meeting.

## **Section 2. Time and Place**

The Annual Parish Meeting shall be held during the first calendar quarter upon a day and hour determined by the Vestry , in such location as the Vestry may prescribe.

## **Section 3. Notice**

Official notice of the Annual Parish Meeting shall be given by transmitting by electronic means a written notice, sent to all adult communicant members at least one week before the date for such meeting.

## **Section 4. Voting**

The eligibility of legal voters at any meeting of the congregation of the Parish shall be every confirmed member of the Parish 18 years of age and older who:

- (1) is a communicant in good standing, and has pledged to the Parish in the most recent, completed pledge campaign of the Parish, or
- (2) has transferred membership to the Parish in the 30 days preceding the meeting and, at the member's previous church, had fulfilled either subsections(1) or (2) of this paragraph.

For the purposes of this section, a member of the Parish is a communicant in good standing if the member:

- (1) Has been confirmed by a Bishop of the Anglican Church in America, or a Bishop in communion with the Anglican Church in America, or has been received into the Anglican Church in America by a Bishop of the Anglican Church in America; and.
- (2) Unless for good cause prevented, has received communion in the Parish 3 times or more in the previous 12 months.

For the purposes of this section, a member of the Parish has pledged to the Parish in the most recently completed pledge campaign if the member:

- (1) Returned a pledge card to the Parish for the most recently completed pledge

campaign; or

(2) Is the spouse, or unempancipated child, under the age of 21, residing in the home of the member signing the pledge card on behalf of his/her family; or

(3) Made contributions to the Parish but did not sign a pledge card during the most recently completed pledge campaign .

Voting by proxy shall not be allowed. Ten eligible legal voting members of the congregation, or fifty per-cent (50%) of the total eligible voting members of the congregation, whichever is less, shall constitute a quorum.

### **Section 5. Conduct**

The Rector or Priest-in-Charge shall preside at all Parish meetings. If there be no Rector or Priest-in-Charge, or in case of his absence or disability, the Senior Warden shall preside. The Secretary of the Vestry shall be Secretary of the Parish, and shall act as such at all Parish meetings. In case of his or her absence, the meeting shall elect a Secretary pro tempore.

### **Section 6. Special Meetings**

Special Parish meetings may be called at any time by the Rector or Priest-in-Charge or the Vestry , notice of such special meeting being given in the same manner as the notice of the annual Parish meeting; provided, that the notice shall set forth the business which it is proposed to transact; and no other business than that specified in the notice shall be in order. If there be no Rector or Priest-in-Charge, the Ordinary may call a special Parish meeting upon receipt of a petition requesting the call of that meeting from at least 10 lay members of the Parish.

## **7. Election of Synod Delegates**

The Parish Annual Meeting shall by a majority vote elect two (2) Lay Delegates to the next Diocesan Synod, as prescribed by Diocesan canon.

## **Article VI**

### **Funds of the Parish**

#### **Section 1. General**

The budget and financial records of the Parish shall reflect three (3) separate categories of fund accounts: General Operating Fund, Restricted Funds, and Designated

Funds. Disbursements from these Funds may be made at the discretion of, and by majority vote of, the Vestry . Receipt of monies shall go to two (2) separate fund categories: General Operating Fund, and Designated Funds. The Vestry may, at its discretion, and by majority vote, administer fund accounts and fund categories.

## **Section 2. General Operating Fund**

The General Operating Fund shall be all undesignated receipts or contributions, from both pledge and plate, and all other receipts and contributions indicated as going to the General Operating Fund.

## **Section 3. Designated Funds**

Designated Funds shall be all designated receipts and contributions so indicated and other transfers from Trust Income and the General Operating Fund as the Vestry shall order. Contributions are designated if they are specifically identified for accounts and activities for which contributors have a reasonable expectation that their contributions are held in trust.

Borrowing from Designated Funds should not be done by the Vestry except in an emergency.

## **Article VII**

### **Waiver of Notice**

Attendance of a member at a Parish or Vestry meeting shall constitute waiver of notice of and presence at such meeting, except when the member objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Further, attendance is not a waiver of any right to object to the consideration of matters which were not included in the notice of meeting but which are required to be included by the Articles of Incorporation, these By-Laws, or the laws of the State of Oregon.

## **Article VIII**

### **Amendments to By-Laws**

#### **Section 1. Amendment Procedure**

These By-Laws, except for the provisions listed in Section 2 of this Article, which shall be amended only by majority vote of the Parish, may be amended or repealed at any regular meeting of the Vestry by a majority vote of the members present, provided that the text of such amendment or repeal has been provided to members of the Vestry in the

notice announcing the call of the meeting where amendment or repeal will be made.

## **Section 2. Provisions Subject to Parish Vote**

The following provisions of these By-Laws shall be amended only by majority vote of the Parish at the annual Parish meeting, or at a special Parish meeting held under the provisions of Article V:

- a. Article I, The Parish
- b. Article II, Vestry: Section 1 (Number and Composition), 2 (Term), 3 (Election), 7 (Quorum), 9 (Resignation, Removal and Vacancies), 10 (Vacancies) and (11) (Conflicts of Interest)
- c. Article V, Parish Annual Meeting
- d. Article VIII, Section 4

## **Section 3. Notice**

A copy of such amendments for approval by the Parish shall be prepared by the Vestry and placed with the notice of the Parish meeting, at the time such notice is given, as prescribed in Article V, Section 3.

## **Section 4. Changes to Article VIII**

Any change made to this Article by the Vestry shall not be effective until after the next following Parish annual meeting.

## **Article IX**

### **Audit of Accounts**

All accounts shall be reviewed annually in accordance with best accounting practices by a disinterested person, who is not the treasurer of the Parish, approved by the Vestry. Upon the direction of the Ordinary, the Vestry of the Parish shall appoint during the year a Certified or Independent Public Accountant who is not the treasurer of the Parish, who shall examine the books and audit the accounts of the Treasurer and make a written report to the Vestry. A copy of the report of review or audit shall be sent to the Diocese not later than July 1 of each year.

## **Article X**

## **Indemnification**

### **Section 1. Authority to Indemnify**

Every person, who serves as a member of the Vestry, Officer, agent or employee of the Parish, may, at the discretion of the Vestry, be indemnified and held harmless by the Parish from and against loss, cost, liability, or expense that may be imposed on or incurred by him or her in connection with or resulting from any claim, action, suit, or proceeding, civil or criminal, in which he or she may become a party or otherwise become involved because of his or her being, or having been, a member of the Vestry, Officer, agent or employee of the Parish, whether or not he or she had this relationship when the loss, cost, liability or expense was imposed or incurred.

The phrase "loss, cost, liability or expense" shall include all reasonable expenses incurred in defense of the claim, action, suit or proceeding, and the amount of judgments, fines, or penalties levied or tendered against the indemnified person.

No person shall be entitled to indemnity under this Article unless the Vestry determines:

- (1) The person was acting in good faith; and
- (2) The person reasonably believed that their conduct was in the best interests of the Parish, or at least not opposed to its best interests; and
- (3) In the case of any criminal proceeding, the person had no reasonable cause to believe their conduct was unlawful.

The Vestry may not indemnify a person under this Article:

- (1) In connection with a proceeding by or in the right of the Parish in which the person was adjudged liable to the Parish; or
- (2) In connection with any other proceeding charging improper personal benefit to the person in which the person was adjudged liable on the basis that personal benefit was improperly received by the person.

### **Section 2. Advance for Expenses**

Expenses incurred with respect to a claim, action, suit or proceeding indemnified against under this Article may be advanced by the Parish before final disposition of the matter on receipt of an undertaking by or on behalf of the recipient to repay this amount if it is ultimately determined that the person is not entitled to indemnification. The undertaking shall be satisfactory in amount and form to the Vestry.

### **Section 3. Determination of Indemnification**

A determination that indemnification of a member of the Vestry, Officer, agent or employee of the Parish shall be made:

- (1) By the Vestry by majority vote of a quorum consisting of the members of the Vestry not at the time parties to the proceeding;
- (2) If a quorum cannot be obtained under paragraph (1) of this section, by a majority vote of a committee duly designated by the Vestry, consisting solely of two or more members of the Vestry not at the time parties to the proceeding;
- (3) By special legal counsel selected by the Vestry or its committee in the manner prescribed in paragraphs(1)and(2) of this section, or, if a quorum of the Vestry cannot be obtained under paragraph(1 of this section, and a committee cannot be designated under paragraph (2) of this section, the special legal counsel shall be selected by majority vote of the full Vestry including members who are parties to the proceeding.

### **Section 4. Miscellaneous**

This right of indemnification shall not affect any other rights to which any person may otherwise be entitled by law or contract.

## **Article XI**

### **Dissolution**

The purpose or purposes for which the corporation is organized are as follows:

Said organization is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements any political campaign on behalf of any candidate

for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for the public purposes. Any such assets not disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the organization is then located, exclusively for the purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## A DECLARATION OF PRINCIPLES

1. The Authority of the Holy Scriptures as summarized in the Creeds, taught by the Fathers, and defined by the General Councils of the Church.
2. The Catholic Creeds as binding every member of the Church to a specific personal conviction and commitment.
3. Both Holy Baptism with water in the Name of the Trinity and Confirmation, by a bishop in the Apostolic line, as the seal of the Holy Spirit in completion of Baptism, as the total pattern of Christian tradition.
4. The Holy Eucharist validly celebrated by a Bishop of the Apostolic line, or a priest ordained by such a bishop.
5. The Holy Orders of Bishops, Priests, and Deacons restricted to men as the universal practice of the Holy, Catholic Church, and as intended by the Book of Common Prayer.
6. The integrity of the Episcopate in its sacramental functions and as evangelists and guardians of the Church's faith and moral teaching.
7. The Book of Common Prayer and Administration of The Sacraments and Other rites and Ceremonies of the Church, not only as a common liturgy, but also as a doctrinal standard and a bond of fellowship among Anglicans worldwide, allowing moderate revision and different forms and usages, provided the substance of the Faith be kept entire.

We regard any act to abandon or circumvent any one of the above Principles by any Anglican diocese, province, or national church as a breach of communion and a formal act of schism intolerable to the faithful body of the Church.

We regard this set of Principles, as did the Chicago-Lambeth Quadrilateral, the Affirmation of Saint Louis in 1977, and the Traditional Anglican Communion Concordat as amended by the College of Bishops of the Traditional Anglican Communion on August 27, 1992, as incapable of compromise or surrender by those who have been

ordained to be its stewards and trustees, for the common and equal benefit all men.

To perpetuate these Principles, we pledge ourselves to take every step necessary toward the continuation of The Faith in its historic form.

And we invite all faithful Christians who value these Principles to join with us and Subscribe to this Declaration.

Should any of these Principles be abandoned or circumvented so as to threaten the traditions, practices, beliefs, and functions of Saint Francis Anglican Church, this Parish, through its Priest-in-Charge (as the sole and legal custodians of the properties, assets, and benefits of The Parish, will take such steps as necessary to protect the Parish from those who would abandon or circumvent these Principles.

Attested to this 29th day of March, in the Year of Our Lord, Two Thousand Nine, at the Parish of Saint Francis in Portland, Oregon.

7004-001.BYL